

CAMPINE  
Limited liability company  
Nijverheidsstraat 2  
2340 Beerse

**Enterprise number: 0403.807.337 (Register of Legal Entities Turnhout)**  
**V.A.T.-Number: BE 0403.807.337**

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## CONVOCATION

The shareholders are kindly invited to attend the Extraordinary General Meeting of Shareholders which will be held on Tuesday, the 10th of May at 11.45 AM at Hotel De Watermolen, Houtum 61, 2460 Kasterlee in the presence of notary public, Marie-Ghislaine Brosens, with offices in Beerse.

## AGENDA

- 1) Renewal of the authorization of the Board of Directors to buy-in, in accordance with article 620 § 1 of the Companies Code, the maximum number of shares, whereby the aggregate fractional value of such shares may not exceed 20 percent of the subscribed share capital, and this during a period of five years as from the publication in the Annexes to the Belgian State Gazette of the resolution of the extraordinary general meeting of shareholders of the 10th of May 2011 pursuant to which such power was granted, and at a price per share which at least equals the lowest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction decreased with ten percent and which will not be higher than the highest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction, increased with ten percent.  
Proposal of resolution: the Board of Directors is authorized to buy-in, in accordance with article 620 § 1 of the Companies Code, the maximal number of shares, whereby the aggregate fractional value of such shares may not exceed 20 percent of the subscribed share capital, and this during a period of five years as from the publication in the Annexes to the Belgian State Gazette of the resolution of the extraordinary general meeting of shareholders of the 10th of May 2011 pursuant to which such power was granted, and at a price per share which at least equals the lowest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction decreased with ten percent and which will not be higher than the highest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction, increased with ten percent.
- 2) Renewal of the authorization of the Board of Directors to buy-in, in accordance with article 620 § 1 of the Companies Code, the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders of the 10th of May 2011 pursuant to which such power was granted.  
Proposal of resolution: the Board of Directors is authorized to buy-in, in accordance with article 620 § 1 of the Companies Code, the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders of the 10th of May 2011 pursuant to which such power was granted.
- 3) Authorization of the Board of Directors to dispose, in accordance with article 622, 2° of the Companies Code, the shares held by the company without a prior resolution of the general meeting in this respect.  
Proposal of resolution: to the Board of Directors the power is granted to dispose, in

- accordance with article 622, 2° of the Companies Code, the shares held by the company without a prior resolution of the general meeting in this respect.
- 4) Modification of article 12 of the articles of association in line with the preceding points and the recent modification of the Companies Code:  
Proposal of resolution: article 12 of the articles of association will be replaced by the following text: *"The company is permitted to buy-in its own shares subject to compliance with the conditions provided by law. The Board of Directors is authorized to, with observance of the conditions provided by law, buy-in, the maximum number of shares whereby the aggregate fractional value of such shares may not exceed 20 percent of the subscribed share capital, and this during a period of five years as from the publication in the Annexes to the Belgian State Gazette of the resolution of the extraordinary general meeting of shareholders of the 10th of May 2011 pursuant to which such power was granted, and at a price per share which at least equals the lowest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction decreased with ten percent and which will not be higher than the highest of the closing prices of the last twenty stock market days preceding the day of the buy-in transaction, increased with ten percent. The Board of Directors may transfer the shares, which were bought-in, on the stock exchange without the prior approval of the general meeting of shareholders, either directly or through intervention of a person who acts in his own name but for the account of the company, at a price which falls within the price fork as provided for above as regards to the power to buy-in own shares or, if the transfer is to be situated within the framework of a stock option plan of the company at the exercise price of the stock option, and in the latter event the transfer may be effected outside the stock exchange. Moreover, the Board of Directors is authorized to buy-in the company's own shares for the account of the company when such a buy-in transaction is necessary to prevent an imminent and serious prejudice, including a public takeover bid, and this for a period of three years as from the publication in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting of shareholders of the 10th of May 2011 pursuant to which such power was granted."*
- 5) Modification of article 33 of the articles of association.  
Proposal of resolution: article 33 of the articles of association will be replaced by the following text: *"The general meeting deliberates on all the proposals submitted to it by the the Board of Directors, the directors, the statutory auditors or the shareholders representing at least 5% of the share capital provided that such proposals are placed on the agenda, unless all shareholders are present or represented and they unanimously decide on the extension of the agenda. The proposals which are not duly signed by shareholders who are able to evidence that they own at least 5% of the share capital will not be deliberated on neither will any deliberations be held on the proposals which were not timely communicated to the Boards of Directors in order to be included in the convocation notices."*
- 6) Proxy for the coordination of the articles of association.  
Proposal of resolution: granting of a proxy to the notary public Marie-Ghislaine Brosens, with offices in Beerse, to draw up the coordinated text of the articles of association, to sign the coordinated version of the articles of association and to file a copy thereof with the clerk's office of the competent commercial court.

The shareholders who would like to attend this meeting, are requested to comply with the provisions of the articles of association.

The holders of bearer shares are requested to deposit their shares five days in advance of the meeting at one of the following institutions:

- Registered office, Nijverheidsstraat 2, Beerse
- Fortis Bank, Meir 48, Antwerp
- KBC, Steenweg op Zevendonk 143/2, Turnhout
- ING, St Michielswarande 60, Brussels

or at the agencies of these banks.

The holders of dematerialized shares are requested to file a certificate at one of the places referred to above, five days in advance of the meeting, which is drawn up by a recognized credit or clearing institution and which establishes the non - transferability of the shares until the date of the general meeting;